

SCHEDULE 5, SIGNIFICANT CHANGES DURING THE YEAR

Give particulars of:

1. Issuances of capital stock or long-term debt (including dates, amount, regulatory authorization, and proceeds).

N/A

2. Changes in franchise rights.

None

3. Significant changes in plant.

General system enhancements include the construction of ten new cell sites.

4. Changes in ownership or control.

On September 19, 1994, McCaw Cellular Communications, Inc., parent company of the partners, merged with AT&T.

5. Other significant changes. Include rate changes.

None

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INSTRUCTIONS TO SCHEDULE 6, COMPARATIVE BALANCE SHEET

1. List the accounts representing assets and liabilities of the licensee. Licensees who, in addition to providing licensed cellular communications service, are engaged in other operations, shall combine assets and liabilities related to other operations on line numbers 11, 17, and 25, page 7, and line number 11 and 16 on page 8. The accounts so combined shall be restricted to those specifically mentioned on these lines. If other accounts contain material amounts which can be determined without allocation or analysis for other than licensed cellular operations, the licensee shall show the following information for each such account:

- a. Account number and title
- b. Amount directly related to other than licensed cellular operations

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SCHEDULE 6, COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
		Assets and Other Debits			
		<u>Current Assets</u>			
1	100	Cash	\$ 4,750	\$ 5,150	\$ 400
2	101.1&.3	Accounts Receivable	10,287,601	18,296,199	8,008,598
3	102.1&.2	Allowance for Uncollectible Amounts	(1,174,617)	(1,668,548)	(493,931)
4	103	Income Taxes Receivable			
5	104.1&.2	Notes Receivable - Total	114,576		(114,576)
6	105	Prepayments	206,809	209,157	2,348
7	106.1&.3	Materials and Supplies			
8	107	Interest and Dividends Receivable			
9	108.1&.3	Other Current Assets			
10	109.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations			
11		Current Assets - Non-Cellular Operations (Include Accounts 101.2, 106.2 108.2, 109.3, and 109.4)	752,464	3,373,382	2,620,918
12		Total Current Assets	10,191,583	20,215,340	10,023,757
		<u>Deferred Charges</u>			
13	110	Deferred Charges (Schedule 11)	14,964,335	21,372,025	6,407,690
14	111	Unamortized Debt Expense			
15	112	Intangible Assets	8,652,319	8,157,216	(495,103)
16	113.1&.2	Accumulated Deferred Income Taxes - Non-Current Cellular Communications Operations			
17		Deferred Charges - Non-Cellular Operations (Include Accounts 113.3 and 113.4)			
18		Total Deferred Charges	23,616,654	29,529,241	5,912,587
		<u>Long-Term Assets</u>			
		<u>Cellular Investments and Other Long-Term Assets</u>			
19	120.1&.3	Other Long-Term Assets	14,054,666	39,061	(14,015,605)
20	121.1&.2	Investments - Total			
21		Total Cellular Investments and Other Long-Term Assets	14,054,666	39,061	(14,015,605)
		<u>Cellular Communications Plant</u>			
22	122,123	Total Gross Cellular Communications Plant (Schedule 10)	82,612,649	105,038,075	22,425,426
23	124,125	Accumulated Depreciation & Amortization of Cellular Communications Plant	(20,952,413)	(28,847,207)	(7,894,794)
24	126&127	Total Net Cellular Communications Plant	61,660,236	76,190,868	14,530,632
25		Long-Term Assets - Non-Cellular Operations (Include Accounts 120.2, 121.2, 130, and 131)			
26		Total Long-Term Assets	75,714,902	76,229,929	515,027
27		Total Assets and Other Debits	\$ 109,523,139	\$ 125,974,510	\$ 16,451,371

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SCHEDULE 6, COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
		<u>Liabilities and Equity</u>			
		<u>Current Liabilities</u>			
1	200.1&.2	Notes Payable - Total	\$ 21,071,494	\$ 5,598,948	\$ (15,472,546)
2	201.1&.2	Accounts Payable - Total	8,131,512	5,355,872	(2,775,640)
3	202.1&.2	Accrued Liabilities - Total	5,567,666	8,929,555	3,361,889
4	203	Advance Billing and Payments	1,976,085		(1,976,085)
5	204	Taxes Accrued	1,086,670	1,981,479	894,809
6	205	Interest Accrued			
7	206.1&.3	Other Current Liabilities			
8	207	Current Maturities of Long-Term Debt			
9	211.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations			
10	214	Customer Deposits	313,305	425,249	111,944
11		Current Liabilities - Non-Cellular Operations (Include Accounts 206.2, 211.3 and 211.4)			
12		Total Current Liabilities	38,146,732	22,291,103	(15,855,629)
		<u>Deferred Credits</u>			
13	216	Other Deferred Credits (Schedule 11)			
14	219.1&.2	Unamortized Deferred Investment Tax Credits - Cellular Communications Operations			
15	220.1&.2	Accumulated Deferred Income Taxes - Non-Current - Cellular Communications Operations			
16		Deferred Credits - Non-Cellular Operations (Include Accounts 219.3, 219.4, 220.3, and 220.4)			
17		Total Deferred Credits			
		<u>Long-Term Liabilities</u>			
18	221	Obligations on Capital Leases			
19	223	Advances from Affiliated Companies			
20	224	Unamortized Premium and Discount on Long-Term Debt			
21	225	Long-Term Debt (Schedule 12)			
22		Total Long-Term Liabilities			
		<u>Equity</u>			
23	230	Common Stock (Schedule 13)			
24	231	Preferred Stock (Schedule 13)			
25	232	Other Paid-In Capital			
26	233	Retained Earnings (Schedule 8)			
27	234	Proprietary Capital - Proprietorship and Partnership (Schedule 8)	71,376,407	103,683,407	32,307,000
28		Total Equity	71,376,407	103,683,407	32,307,000
29		Total Liabilities and Equity	\$ 109,523,139	\$ 125,974,510	\$ 16,451,371

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**INSTRUCTIONS FOR SCHEDULE 7, INCOME AND RETAINED
EARNINGS FOR PROPRIETARY CAPITAL STATEMENTS**

1. Show the requested information regarding transactions during the year.
2. For those extraordinary items reflected on this schedule, please provide the following information for each item:
 - a. Nature of extraordinary item
 - b. Amount of extraordinary item before considering the related income tax effects
 - c. Amount of the income tax effect related to the extraordinary item
3. For those prior period adjustments reflected on this schedule, please provide the following information for each adjustment:
 - a. Nature of the prior period adjustment
 - b. The effect on net income and the period to which the adjustment related
 - c. Amount of the prior period adjustment before considering the related income tax effects
 - d. Amount of the income tax effects related to the prior period adjustment
4. For those amounts of miscellaneous debits and credits reflected in the Retained Earnings and Proprietary Capital Statements in this schedule, please provide the following information:
 - a. Description of each transaction included in these amounts
 - b. The amount of each above described transaction before considering the related income tax effects
 - c. Amount of the income tax effects related to each above described transaction

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SCHEDULE 7, INCOME STATEMENT			
Line No.	Account No.	Income Statement Wholesale Cellular, Retail Cellular, and Non-Cellular Operations	Current Year
		WHOLESALE CELLULAR COMMUNICATIONS OPERATING INCOME	
1	400	Operating Revenues - Wholesale	\$ 63,641,472
2	401	Operating Expenses - Wholesale (Schedule 9)	34,686,161
3		Operating Income Before Income Taxes - Wholesale	28,955,311
4	402	Operating Income Taxes - Wholesale	
5	403	Operating Income Tax Credits - Wholesale	
6	405	Investment Tax Credits - Wholesale	
7		Net Operating Income - Wholesale	28,955,311
		RETAIL CELLULAR COMMUNICATIONS OPERATING INCOME	
8		Operating Revenues - Retail	68,862,540
9		Operating Expenses - Retail (Schedule 9)	64,910,820
10		Operating Income Before Income Taxes	3,951,720
11		Operating Income Taxes - Retail	
12		Operating Income Taxes Deferred - Retail	
13		Investment Tax Credits - Retail	
14		Net Operating Income - Retail	3,951,720

(Continued)

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SCHEDULE 7, INCOME STATEMENT

Line No.	Account No.		Current Year
		<u>NON-CELLULAR OPERATING INCOME</u>	
1	450	Income - Non-Cellular Operations	19,854,652
2	454	Income Deductions - Non-Cellular Operations	20,445,246
3		Non-Cellular Operating Income	(590,594)
4	456	Interest Expense	12,117
5		Total net Income (Before Extraordinary Items)	32,304,320
6	458	Extraordinary Items (net of tax effect)	
7		Total Net Income (After Extraordinary Items)	\$ 32,304,320

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SCHEDULE 8, RETAINED EARNINGS AND PARTNERSHIP CAPITAL STATEMENTS			
Line No.	Account No.		Current Year
		<u>RETAINED EARNINGS STATEMENT</u>	
1	233	Retained Earnings (at beginning of year)	N/A
2		Net Income (or loss) for the year	
3		Prior Period Adjustment(s)	
4		Miscellaneous Credits	
5		Total Credits	
6		Dividends Declared	
7		Prior Period Adjustment(w)	
8		Miscellaneous Debits	
9		Total Debits	
10		Retained Earnings (at end of year)	
		<u>PARTNERSHIP CAPITAL STATEMENT 1/</u>	
11	234	Partnership Capital - (at beginning of year)	\$ 71,376,407
12		Net Income (or loss) for the year	32,304,320
13		Prior Period Adjustment(s)	
14		Partners' Capital Contributions	
15		Miscellaneous Credits	2,680
16		Total Credits	32,307,000
17	234.1	Partners' Drawings	
18		Prior Period Adjustment(s)	
19		Miscellaneous Debits	
20	--	Total Debits	
21	234	Total Partnership Capital - (at end of year)	\$ 103,683,407

1/ This statement should also be used by sole proprietors.

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SCHEDULE 8A, RECONCILIATION OF PARTNERS' CAPITAL ACCOUNTS

Line No.							Total
1	Name of Partner	McCaw Communications of Sacramento, Inc.	Affiliated Cellular of Sacramento, Inc.				
2	Percentage of Ownership Capital:						
3	Beginning of Year	50%	50%				100%
4	End of Year	50%	50%				100%
5	Partner' Capital:						
6	Balance at Beginning of Year	\$ 35,688,204	\$ 35,688,203				\$ 71,376,407
7	Credits						
8	Net Income	16,152,160	16,152,160				32,304,320
9	Capital Contributions During Year						
10	Other Credits	1,340	1,340				2,680
11	Total Credits	16,153,500	16,153,500				32,307,000
12	Debits						
13	Net Losses						
14	Withdrawals During Year						
15	Other Debits						
16	Total Debits						
17	Balance End of Year	\$ 51,841,704	\$ 51,841,703				\$103,683,407

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SCHEDULE 9, ANALYSIS OF OPERATING EXPENSES

For those expense accounts where subaccounts are not
maintained for Retail Operations, the method of allocation
shall be explained in footnotes to this schedule.

Line No.	Account No.	Description	Wholesale Operations	Retail Operation	Total
1	610	Cellular Maintenance Expense	\$ 2,966,858		\$ 2,966,858
2	613, 615, 616	Depreciation and Amortization Expense	8,319,674	160,074	8,479,748
3	619	Telecommunications - Direct Operating Expense	6,808,714	XXXX	6,808,714
4	621, 623, 625	Customer Accounts and Sales Expense	8,396,020	17,785,229	26,181,249
5	617, 635, 637	Other Operating Expense			
6	627, 631, 633, 639	General and Administrative Expense	8,092,988	742,493	8,835,481
7	641	Gain or Loss on Retirement of Sale of Cellular Plant	101,907		101,907
8	643	Operating Expenses Charges to Constr.-Cr.		-	
9		Charges by Wholesalers for Numbers and Other Services		46,223,024	46,223,024
10		Total Operating Expenses	\$ 34,686,161	\$ 64,910,820	\$ 99,596,981

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SCHEDULE 10, ANALYSIS OF CELLULAR COMMUNICATIONS PLANT ACCOUNTS

Line No.	Account No.	Account Title	Balance at Beginning of Year	Additions During Year	Retirements During Year	Transfers and Adjustments	Balance at End of Year
1	300	Land	\$ 113,201				\$ 113,201
2	302	Buildings					
3	304	Leasehold Improvements	16,391,580	\$ 1,445,991		(67,382)	17,770,189
4	305	Antennae	2,578,053	250,375		(3,737)	2,824,691
5	306	Power Equipment	986,088	80,701			1,066,789
6	307	Switching Equipment	19,892,982	1,652,728			21,545,710
7	308	Base Site Controller					
8	309	Towers	1,765,961	148,372		(13,700)	1,900,633
9	310	Radio Frequency Channel Equipment	26,636,305	2,755,784		(4,298)	29,387,791
10	312	Transmission	9,386,412	1,277,236		(29,395)	10,634,253
11	314	Vehicles	219,887	10,406	\$ 2,396		227,897
12	316	Tools and Work Equipment	819,976	286,727			1,106,703
13	318	Office Furniture and Equipment	2,474,793	674,635	89,158	178,253	3,238,523
14	122	Cellular Communications Plant in Service	81,265,238	8,582,951	91,554	59,741	89,816,380
15	123	Cellular Communications Plant Under Construction	1,347,411				15,221,695
16	124	Cellular Communications Plant Held for Future Use					
17	125	Cellular Communications Plant Acquisition Adjustment					
18		Total Cellular Communications Plant	\$ 82,612,649	\$ 8,582,951	\$ 91,554	\$ 59,741	\$ 105,038,075

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SCHEDULE 11, ANALYSIS OF DEFERRED CHARGES AND CREDITS			
List hereunder the major items comprising the balances at the end of the year on line 13, page 7, and line 13, page 8. Show the account titles, the nature of the items, and the amount.			
Deferred Charges	Amount	Other Deferred Credits	Amount
Prepaid Commissions	\$ 42,479,710		
Accumulated Amortization	(21,107,685)		
	<u>\$ 21,372,025</u>		

List hereunder the major items comprising the balances at the end of the year on line 13, page 7, and line 13, page 8. Show the account titles, the nature of the items, and the amount.

Deferred Charges	Amount	Other Deferred Credits	Amount
Prepaid Commissions	\$ 42,479,710		
Accumulated Amortization	(21,107,685)		
	<u>\$ 21,372,025</u>		

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SCHEDULE 12, LONG-TERM DEBT (Account 225)

Show the particulars concerning any indebtedness having a specified term of more than one year and which was outstanding at any time during the year.

Line No.	Designation of Debt	Date of Maturity	Date of Obligation	Regulatory Authorization No.	Interest Rate	Original Amount of Debt	Unpaid Balance at End of Year	Interest During Year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1	N/A							
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16						\$	\$	\$

Annual Report of Sacramento Cellular Telephone Co.

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SCHEDULE 13, CAPITAL STOCKS AND DIVIDENDS

Show the particulars called for concerning the several classes and issues of capital stocks of the respondent as at the end of the year. Indicate in column (d) whether the issue is par or no par stock.

Line No.	Class of Stock (a)	Date of Issue (b)	Number of Shares Authorized By Articles of Incorporation (c)	Stock Outstanding			Dividends Declared During Year	
				Par or Stated Value (d)	No. of Shares (e)	Amount \$ (f)	Rate (g)	Amount (h)
1	N/A							
2								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								

Annual Report of Sacramento Cellular Telephone Co.

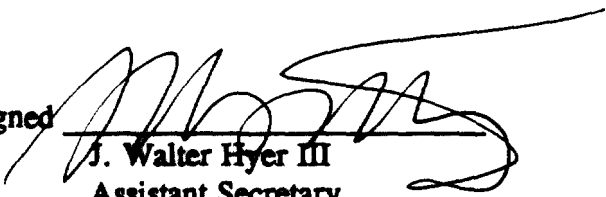
Year ended December 31, 1994

SCHEDULE 14, VERIFICATION

Before signing, please check to see that all schedules have been completed.
(See General Instructions No. 4)

I, the undersigned officer of McCaw Communications of Sacramento, Inc., general partner of Sacramento Cellular Telephone Co., under penalty of perjury do declare that this report has been prepared by me, or under my direction, from the books, papers, and records of the respondent; that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above-named respondent and the operations of its property for the period from and including January 1, 1994, to and including December 31, 1994.

Signed



J. Walter Hyer III
Assistant Secretary
March 24, 1995

Sacramento Cellular Telephone Co.

CALIFORNIA AFFILIATES AS OF DECEMBER 31, 1994

California Corporations and Partnerships

AT&T Communications of California, Inc.
ACC/McCaw Cellular of Sacramento
* (dba: Sacramento Cellular Telephone Company)
ACC/McCaw Cellular of Fresno
* (dba: Fresno Cellular Telephone Company)
Affiliated Cellular of Fresno, Inc.
Affiliated Cellular of Sacramento, Inc.
* AirSignal of California, Inc.
* Alpine CA-3 Limited Partnership
* Bay Area Cellular Telephone Company
* California InterCall, Inc.
* Chico MSA Cellular, Inc.
Kings County Cellular, Inc.
McCaw Cellular Communications of San Francisco/San Jose, Inc.
McCaw Cellular of California, Inc.
McCaw Communications of Fresno, Inc.
McCaw Communications of Modesto, Inc.
McCaw Communications of Oxnard, Inc.
McCaw Communications of Redding, Inc.
McCaw Communications of Sacramento, Inc.
McCaw Communications of Stockton, Inc.
McCaw Communications of Visalia, Inc.
McCaw Communications of Yuba City, Inc.
McCaw Communications of the Pacific, Inc.
* Napa Cellular Telephone Company
* Oxnard Cellular Telephone Company
* Redding Cellular Partnership
RSA #339, Inc.
RSA #343, Inc.
* Salinas Cellular Telephone Co.
Santa Barbara Cellular, Inc.
* Santa Barbara Cellular Systems, Ltd.
Visalia Cellular Telephone Company
Yuba City Cellular Telephone Company

Qualified Corporations and Partnerships

ATG I, Inc.
BTO Investments, Inc.
* Cagal Cellular Communications Corp.
FCJ, Inc.
First Cellular Group of Oxnard, Inc.
McCaw National Accounts, Inc.
McCaw RCC Communications, Inc.
MFC
Mother Lode Cellular Corp.
Pacific Northwest/Rocky Mountain Region, Inc.

* A regulated public utility

Attachment A

**CELLULAR COMMUNICATIONS LICENSEES
(WHOLESALERS)
ANNUAL REPORT
OF
McCAW COMMUNICATIONS OF STOCKTON, INC.
1128 East March Lane
Stockton, California 95210
TO THE
PUBLIC UTILITIES COMMISSION
STATE OF CALIFORNIA
FOR THE
YEAR ENDED DECEMBER 31, 1994**

**Name, title, address, and telephone number (including area code)
of the person to be contacted concerning this report:**

**J. Walter Hyer III, Regional General Counsel
McCaw Cellular Communications, Inc.
1750 Howe Avenue, Third Floor
Sacramento, California 95825
(916) 648-8100**

TABLE OF CONTENTS

Schedules which are not applicable to the licensee shall be indicated in Column (d) by inserting the symbol "N" opposite such schedule.

Line No.	Schedule No. (a)	Title of Schedule (b)	Page No. (c)	(d)
		<u>GENERAL INFORMATION</u>		
1		General Instructions	1	
2	1	General Information	2	
3	2	Directors or Proprietors	3	
4	3	Principal Officers	3	
5	4	Voting Powers and Controls	4	
6	5	Significant Changes During the Year	5	
		<u>FINANCIAL AND ACCOUNTING DATA</u>		
7		Instructions to Comparative Balance Sheet	6	
8	6	Comparative Balance Sheet	7-8	
9		Instructions for Income and Retained Earnings or Proprietary Capital Statements	9	
10	7	Income Statements	10-11	
11	8	Retained Earnings & Partnership Capital Statement	12	
12	8a	Reconciliation of Partners' Capital	13	N
13	9	Analysis of Operating Expenses	14	
14	10	Analysis of Cellular Communications Plant Account	15	
15	11	Analysis of Deferred Charges and Credits	16	
16	12	Long-Term Debt (Account 225)	17	N
17	13	Capital Stocks and Dividends	18	
		<u>MISCELLANEOUS</u>		
18	14	Verification	19	

GENERAL INSTRUCTIONS

1. The word licensee in the following inquiries means the corporation, association, partnership, or person in whose behalf the report is made.
2. One completed copy of this report (two copies if three received) must be filed NOT LATER THAN MARCH 31, following the year covered by the report, with:

**CALIFORNIA PUBLIC UTILITIES COMMISSION
STATE BUILDING, CIVIC CENTER
SAN FRANCISCO, CALIFORNIA 94102**
3. Failure to file this report on time will subject a public utility to the penalties and sanctions provided by the Public Utilities Code.
4. The Oath, on the last page, must be signed by an officer, partner, or owner, not by a public accountant.
5. The report must be prepared in ink or by the use of a typewriter.
6. Every schedule must be filled in and every question answered. LEAVE NO SCHEDULE BLANK. Insert the words "none" or "not applicable (n/a)" when appropriate.
7. Certain balance sheet and income statement accounts refer to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
8. Some schedules provide for a "balance at beginning of year." The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference, it should be explained by a footnote.
9. Items of a reverse or contrary character shall be enclosed in parentheses.
10. Throughout the report, money items shall be shown in units of dollars.
11. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which they refer. Be certain that the inserts are securely attached to the report.
12. This report must cover a calendar year, from January 1 through December 31. Fiscal year reports will not be accepted.

Annual Report of McCaw Communications of Stockton, Inc.

Year Ended December 31, 1994

SCHEDULE 1, GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

**Maggie Wilderotter, Regional President
McCaw Cellular Communications, Inc.
1750 Howe Avenue, Third Floor
Sacramento, California 95825**

2. Type of organization of the licensee (corporation, partnership, proprietor, etc.)

Corporation

3. General description of territory served by the licensee.

Stockton and Modesto Metropolitan Areas, including San Joaquin and Stanislaus counties.

4. Date when cellular communications operations were begun.

December 28, 1987

5. If incorporated specify:

(a) Date of filing articles of incorporation
with Secretary of State: **September 22, 1983**

(b) State in which incorporated: **California**

(c) Commission Decision Number granting
Operating Authority: **87-11-06**
Date: **November 25, 1987**

6. List all affiliated companies and their relationship to the licensee. If licensee is a partnership, provide this information for each partner. Use a separate page, if needed.

State whether the affiliate is a:

- (a) **regulated public utility**
(b) **publicly held corporation**

See Attachment A

Annual Report of McCaw Communications of Stockton, Inc.

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SCHEDULE 2, DIRECTORS, PROPRIETORS, PARTNERS

Line	Name of director or proprietor. (For partnerships, identify each partner, identify which are general or limited partners, and show each partner's percent of interest in the licensee.)	Office Address (including Street and No.)	Term began	Term expires
	(a)	(b)	(c)	(d)
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				

SCHEDULE 3, PRINCIPAL OFFICERS

(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

Line No.	Title of Office	Name of Person Holding Office at End of Year	Address
	(a)	(b)	(c)
1	President	James L. Barksdale	5400 Carillon Point Kirkland, WA 98033
2	Vice President	Maggie Wilderotter *	1750 Howe Ave., Third Floor Sacramento, CA 95825
3	Secretary	Mark Hamilton	5400 Carillon Point Kirkland, WA 98033
4	Treasurer	Donald Guthrie	5400 Carillon Point Kirkland, WA 98033
5	Controller (if officer)		

* SVP responsible for operations of McCaw Communications of Stockton, Inc.

Annual Report of McCaw Communications of Stockton, Inc.

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SCHEDULE 4, VOTING POWERS AND CONTROLS

1. Name of each of the stockholders at the end of the year who held 5 percent or more of the voting capital stock of the licensee.
2. State the total number of stockholders at the end of the year holding (a) common stock 1 and (b) preferred stock N/A.

			Number of Shares Held	
Line No.	Name (a)	Address (b)	Common (c)	Preferred (d)
1	McCaw Cellular Communications, Inc.	5400 Carillon Point Kirkland, WA 98033	200	N/A
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				

SCHEDULE 5, SIGNIFICANT CHANGES DURING THE YEAR

Give particulars of:

1. Issuances of capital stock or long-term debt (including dates, amount, regulatory authorization, and proceeds).

None

2. Changes in franchise rights.

None

3. Significant changes in plant.

General enhancements to the system included the construction of ten additional cell sites.

4. Changes in ownership or control.

On September 19, 1994, McCaw Cellular Communications, Inc., the sole shareholder in McCaw Communications of Stockton, Inc., merged with AT&T.

5. Other significant changes. Include rate changes.

None

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INSTRUCTIONS TO SCHEDULE 6, COMPARATIVE BALANCE SHEET

1. List the accounts representing assets and liabilities of the licensee. Licensees who, in addition to providing licensed cellular communications service, are engaged in other operations, shall combine assets and liabilities related to other operations on line numbers 11, 17, and 25, page 7, and line number 11 and 16 on page 8. The accounts so combined shall be restricted to those specifically mentioned on these lines. If other accounts contain material amounts which can be determined without allocation or analysis for other than licensed cellular operations, the licensee shall show the following information for each such account:

- a. Account number and title
- b. Amount directly related to other than licensed cellular operations

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SCHEDULE 6, COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
		Assets and Other Debits			
		<u>Current Assets</u>			
1	100	Cash	\$ 2,200	\$ 2,260	\$ 60
2	101.1&.3	Accounts Receivable	4,765,156	7,515,804	2,750,648
3	102.1&.2	Allowance for Uncollectible Amounts	(537,115)	(676,514)	(139,399)
4	103	Income Taxes Receivable			
5	104.1&.2	Notes Receivable - Total	35,380	42,100	6,720
6	105	Prepayments	33,621	47,489	13,868
7	106.1&.3	Materials and Supplies			
8	107	Interest and Dividends Receivable			
9	108.1&.3	Other Current Assets			
10	109.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations			
11		Current Assets - Non-Cellular Operations (Include Accounts 101.2, 106.2 108.2, 109.3, and 109.4)	349,035	488,131	139,096
12		Total Current Assets	4,648,277	7,419,270	2,770,993
		<u>Deferred Charges</u>			
13	110	Deferred Charges (Schedule 11)	5,015,276	7,728,993	2,713,717
14	111	Unamortized Debt Expense			
15	112	Intangible Assets	10,942,516	10,451,402	(491,114)
16	113.1&.2	Accumulated Deferred Income Taxes - Non-Current Cellular Communications Operations			
17		Deferred Charges - Non-Cellular Operations (Include Accounts 113.3 and 113.4)			
18		Total Deferred Charges	15,957,792	18,180,395	2,222,603
		<u>Long-Term Assets</u>			
		<u>Cellular Investments and Other Long-Term Assets</u>			
19	120.1&.3	Other Long-Term Assets	21,739	3,621,192	3,599,453
20	121.1&.2	Investments - Total			
21		Total Cellular Investments and Other Long-Term Assets	21,739	3,621,192	3,599,453
		<u>Cellular Communications Plant</u>			
22	122,123 124,125	Total Gross Cellular Communications Plant (Schedule 10)	32,671,415	41,713,473	9,042,058
23	126&127	Accumulated Depreciation & Amortization of Cellular Communications Plant	(7,145,421)	(10,146,985)	(3,001,564)
24		Total Net Cellular Communications Plant	25,525,994	31,566,488	6,040,494
25		Long-Term Assets - Non-Cellular Operations (Include Accounts 120.2, 121.2, 130, and 131)			
26		Total Long-Term Assets	25,547,733	35,187,680	9,639,947
27		Total Assets and Other Debits	\$ 46,153,802	\$ 60,787,345	\$ 14,633,543